

P93000084792

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

99 JUL -7 PM 2:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ry-Ja, Inc

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-07/07/99--01042--010
*****70.00 *****70.00

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

C. COULLETTE JUL 07 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

7/7 9:26

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RY-JA, INC., a Florida corporation, P94000025536

INTO

IXTHUS, INC., a Florida corporation, P93000084792.

File date: July 7, 1999

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF**

**RY-JA, INC.
(a Florida corporation)**

INTO

**IXTHUS, INC.
(a Florida corporation)**

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Pursuant to the provisions of Section 607.1105, Florida Statutes, RY-JA, INC. and IXTHUS, INC. adopt the following Articles of Merger::

1. RY-JA, INC., a Florida corporation, shall be merged with and into IXTHUS, INC., a Florida corporation, which shall be the surviving corporation.
2. The merger shall become effective as of the filing of these Articles (the "Effective Time").
3. The Agreement and Plan of Merger dated July 6, 1999, 1999, a copy of which is attached hereto, pursuant to which RY-JA, INC. shall be merged with and into IXTHUS, INC. (the "Merger"), was unanimously adopted by the Board of Directors of RY-JA, INC. by resolutions adopted on July 6, 1999, 1999, and by the Board of Directors of IXTHUS, INC. by resolutions adopted on July 6,, 1999.
4. The Agreement and Plan of Merger dated July 6,, 1999, a copy of which is attached hereto, pursuant to which RY-JA, INC. shall be merged with and into IXTHUS, INC. (the "Merger"), was unanimously adopted by the shareholders of RY-JA, INC. by resolutions adopted on July 6,, 1999, and by the shareholders of IXTHUS, INC. by resolutions adopted on July 6,, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of RY-JA, INC. and IXTHUS, INC. by their authorized officers as of the 6th day of

July 7/6, 1999.

RY-JA, INC.

By: Deborah J. Davis
Deborah J. Davis, President

(Corporate Seal)

IXTHUS, INC.

By: Harvey F. Davis
Harvey F. Davis, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 6th day of July, 1999, by DEBORAH J. DAVIS, as President of RY-JA, INC., [X] who is personally known to me or [] who has produced _____ as identification.

Brenda J. Kavelak
Notary Public/State of Florida at Large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
BRENDA J. KAVELAK
COMMISSION # CC723223
EXPIRES 5/11/2002
BONDED THRU ASA 1-688-NOTARY1

(SEAL)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 6th day of July, 1999, by HARVEY F. DAVIS, as President of IXTHUS, INC., [X] who is personally known to me or [] who has produced _____ as identification.

Brenda J. Kavelak
Notary Public/State of Florida at Large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
BRENDA J. KAVELAK
COMMISSION # CC723223
EXPIRES 5/11/2002
BONDED THRU ASA 1-688-NOTARY1

(SEAL)

D:\bjk\CLIENTS\q-r\RY-JA, INC\Articles of Merger-7 July 6, 1999

AGREEMENT AND PLAN OF MERGER

BETWEEN

RY-JA, INC.
(a Florida corporation)

and

IXTHUS, INC.
(a Florida corporation)

Agreement and Plan of Merger dated July 6, 1999, 1999 between RY-JA, INC., a Florida corporation, and IXTHUS, INC., a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties hereto agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), RY-JA, INC. shall be merged with and into IXTHUS, INC. (the "Merger"), the separate and corporate existence of RY-JA, INC. shall cease, and IXTHUS, INC. (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (RY-JA, INC. is collectively referred to as the "Constituent Corporation.")

2. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida. (The "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporation shall be vested in the Surviving corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporation shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporation shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall

be liable for all of the obligations of any of the Constituent Corporation existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) each issued and outstanding share of the capital stock of RY-JA, INC. shall be converted into one (1) share of the capital stock of IXTHUS, INC.; and

(b) each issued and outstanding share of capital stock of IXTHUS, INC. shall remain issued and outstanding.

6. The Articles of Incorporation of IXTHUS, INC. in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.

RY-JA, INC.
Attested By: Harvey F. Davis By: Deborah J. Davis
Harvey F. Davis, Secretary Deborah J. Davis, President

(Corporate Seal)

IXTHUS, INC.
Attested By: Deborah J. Davis By: Harvey F. Davis
Deborah J. Davis, Secretary Harvey F. Davis, President

(Corporate Seal)